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March 16, 2004

RECEIVED

MAR 17 2004

PUBLIC SERVICE
COMMISSION

VIA FEDERAL EXPRESS

Mr. Thomas M. Dorman
Executive Director
Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602

Case 2004-00138

**RE: Registration of TransWorld Network, Corp. with
the Kentucky Public Service Commission**

Dear Mr. Dorman:

Enclosed for filing are an original and four copies of the Registration and Proposed Tariff of TransWorld Network, Corp. ("TransWorld") to notify the Commission of its intent to provide inter-exchange long distance and private line services in the Commonwealth of Kentucky.

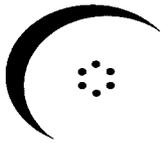
Please file stamp the extra copies of this filing and return them to me in the enclosed self-addressed, stamped envelope. If you have any questions, please feel free to contact me.

Sincerely,

Allyson K. Sturgeon

Enclosures

cc: Ms. Lourdes Viñas
299766



**VERIFIED OFFER OF SETTLEMENT OF
TRANSWORLD NETWORK CORP.
FOR PROVISION OF INTRASTATE SERVICE
PRIOR TO FILING NOTICE OF INTENT**

TransWorld Network Corp. ("TransWorld") is a Minnesota corporation and an Inter-exchange Telecommunications Carrier providing Long Distance Service, Dedicated Access Telecommunication Service, Toll Free Service, Pre-paid and Post-paid Phone calling cards, Dial-Up Internet Service and E-commerce Value Added Services. The combination of substantial company growth and significant employee turnover has unfortunately resulted in some gaps in TransWorld's compliance with Kentucky's regulatory requirements. As a result, TransWorld has inadvertently provided a de minimis amount of intrastate telecommunications service in Kentucky prior to filing its Notice of Intent to provide such service with the Kentucky Public Service Commission ("Commission").

Beginning in late 2001 and early 2002, TransWorld took significant steps to address these problems by overhauling its regulatory and compliance department and by hiring additional staffing resources, including Ms. Lourdes Viñas as Director of that department. Since her hiring, Ms. Viñas has undertaken an internal audit of TransWorld's compliance with each state's regulatory requirements, beginning with those states with the greatest amount of intrastate traffic. Because the telecommunications services provided by TransWorld in Kentucky accounted for only 0.2287% of its 2002 national total, Ms. Viñas only recently began her review of compliance with Kentucky statutes and regulations. Although TransWorld provided approximately \$6.00 in total gross billed intrastate and interstate telecommunications service in Kentucky during 1998, the amount of intrastate telecommunications service provided by TransWorld in Kentucky has steadily increased to an estimated total of about \$80,000 in gross billed intrastate telecommunication services since 1998. In order for TransWorld to calculate the amount of revenue actually collected from the provision of telecommunications services in Kentucky, a manual harvest of each customer's account would be required in order to separate interstate service from intrastate

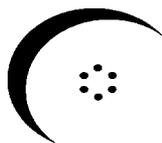


service and to determine the actual amount of revenue collected from the provision of such service. As a result, it would be impossible to undertake such a calculation in a cost-effective manner. While some of the over 1600 TransWorld customers in Kentucky may continue to be customers, some no longer use the company's services and some have most likely moved to a new location. As a result, the current whereabouts of many of these customers may not be known. Thus, TransWorld is unable to effectively refund of all of such revenue to each customer who was provided intrastate service.

TransWorld sincerely regrets that compliance with the Commission's registration requirements was not properly maintained. However, it is the Company's intention to fully conform to the rules and regulations of the Commission in the future. TransWorld has never been the subject of a complaint filed with or by the Commission and is now voluntarily appearing before the Commission in an effort to resolve any filing deficiencies and to become a company in good standing with the Commission. TransWorld believes that it is good public policy for a state like Kentucky to encourage all providers of telecommunications services to comply with its regulatory requirements and to engage in self audits instead of a "catch us if you can" attitude. Requiring telecommunications providers to refund all revenues no matter how difficult and without regard to culpability, when they have voluntarily appeared before the Commission, will only dissuade other providers from doing the right thing in the future.

Consequently, TransWorld hereby tenders its Offer of Settlement to resolve any unintentional violations with the Commission's statutes and regulations. TransWorld offers to make a voluntary payment of One Thousand Five Hundred Dollars (\$1,500.00) to the Commonwealth of Kentucky to settle any and all regulatory deficiencies and to make all necessary filings to register as a provider of intrastate telecommunications service in Kentucky.

Nothing contained herein shall be construed as an admission of a willful violation of any statute or administrative regulation nor shall the Public Service Commission's acceptance of this agreement be construed as a finding of a willful violation of any statute or administrative regulation.



VERIFICATION

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

The undersigned, Colin Wood, being duly sworn, deposes and says he is the Chief Executive Officer of TransWorld Network Corp., that he has personal knowledge of the matters set forth above, and the information contained herein is true and correct to the best of his information, knowledge and belief.



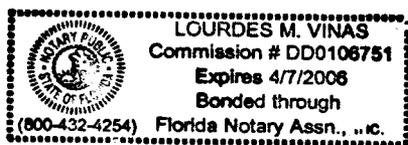
Chief Executive Officer,
TransWorld Network Corp.

Subscribed and sworn to before me, a Notary Public in and before said County and State, this 12th day of March 2004.

(SEAL)



Lourdes M. Viñas
Notary Public



My Commission Expires: 04/07/2006

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF)
TRANSWORLD NETWORK, CORP.)
FOR AUTHORITY TO OPERATE AS A RESELLER OF) No. _____
INTER-EXCHANGE TELEPHONE SERVICE THROUGHOUT)
THE STATE OF KENTUCKY)

TransWorld Network, Corp. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011.

- (1) The name and address of the company:
TransWorld Network, Corp.

Mailing and Street Address:
7702 Woodland Center Boulevard
Suite 50
Tampa, Florida 33614-2411

Telephone and fax number:
(813) 890-2200 Phone
(813) 890-2712 Fax
1-800-253-0665 Toll-Free

- (2) Articles of incorporation or partnership agreement:
A copy of the Articles of Incorporation of TransWorld is attached as **Exhibit A**. A copy of TransWorld's Certificate of Authority to do business in Kentucky is also attached as **Exhibit B**.

- (3) Name, street address, telephone number and fax number (if any) or the responsible contact person for customer complaints and regulatory issues:
Ms. Lourdes Viñas
Director, Regulatory & Compliance
TransWorld Network, Corp.
7702 Woodland Center Boulevard
Tampa, Florida 33614-2411
(813) 890-2207 - phone
(813) 890-2712 - fax

- (4) A notarized statement by an officer of the utility that the utility has not provided or collected for intrastate service in Kentucky prior to filing the notice of intent or, alternatively, a notarized statement by an officer that the utility has provided intrastate service and that it will refund or credit customer accounts for all monies collected for intrastate service:
An Offer of Settlement concerning the provision of intrastate service by TransWorld Network, Corp. is attached as **Exhibit C**.
- (5) A statement that the utility does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330 or, alternatively, that the utility does not seek to provide operator-assisted service to traffic aggregators but that in so doing it is complying with the Commission's mandates in Administrative Case No. 330:
TransWorld does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330.
- (6) TransWorld Network, Corp's proposed tariff is attached as **Exhibit D**.
- (7) A sample Company bill is attached as **Exhibit E**.

WHEREFORE, TransWorld Network, Corp requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of inter-exchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 16th day of March, 2004.

TransWorld Network, Corp.

By: 
Allyson K. Sturgeon
Ogden Newell & Welch
1700 PNC Plaza
500 W Jefferson Street
Louisville, KY 40202-2874
Phone: (502) 560-4228

EXHIBIT A

ARTICLES OF INCORPORATION

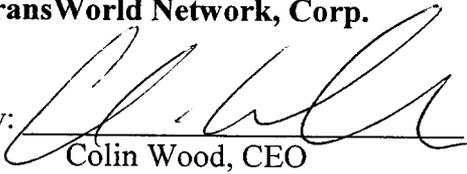
VERIFICATION OF APPLICANT

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

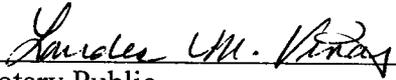
SS:

I, Colin Wood, being first duly sworn, state that I am CEO of TransWorld Network, Corp., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

TransWorld Network, Corp.

By: 
Colin Wood, CEO

Sworn and subscribed before me this 12th day of March, 2004. Colin Wood is personally known to me.



Notary Public

My Commission Expires: 04/07/2006

